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**COMMONWEALTH OF VIRGINIA
VIRGINIA PUBLIC SCHOOL AUTHORITY (VPSA)**

Board of Commissioners Meeting
Fall Board Meeting – October 17, 2016, 2:30 p.m.
Treasury Conference Room, Fifth Floor
James Monroe Building
101 North 14th Street, Richmond Virginia

Members Present: Brenda L. Skidmore, Chairman
Ben Loyola, Vice Chairman
Jay Bhandari
Manju S. Ganeriwala
David A. Von Moll
Kent C. Dickey, designee for Dr. Steven Staples

Members Absent: Douglas Combs

Others Attending:	Arthur Anderson	McGuire Woods LLP
	Ellen Valentine	McGuire Woods LLP
	Ty Wellford	Davenport & Company LLC
	Leah Schubel	Davenport & Company LLC
	Peter Lind	Davenport & Company LLC
	Don Ferguson	Office of the Attorney General
	Janet Aylor	Department of the Treasury
	James D. Mahone	Department of the Treasury
	Melissa Palmer	Department of the Treasury
	Sandra Stanley	Department of the Treasury

Call to Order and Public Comment

Ms. Skidmore called the meeting to order at 2:48 P.M. She stated the first order of business was to provide an opportunity for any public comment. There was no public comment.

Approval of Minutes

Ms. Skidmore asked for a motion for approval of the minutes of the March 16, 2016 Board meeting. Mr. Loyola moved to adopt the minutes of the March 16, 2016 meeting as presented; Mr. Dickey seconded, and the motion carried.

Resolution in Recognition and Appreciation of Service by Mr. Walter J. Mika, Jr.

Mr. Mahone presented the amended Resolution in Recognition and Appreciation of Mr. Walter J. Mika, Jr. for his service as a member of the Board of Commissioners of the Virginia Public School Authority (Attachment A). Ms. Ganeriwala moved the adoption of the Resolution; Mr. Loyola seconded, and the motion carried unanimously.

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Consideration of the Issuance of VPSA School Financing Bonds (1997 Resolution) Series 2016 Fall Bonds

Mr. Mahone reviewed the amended Preliminary Financing Summary and the Cost of Issuance Budget (Attachment B) and presented the amended Participant List (Attachment C) for the proposed issuance of approximately \$92,100,000 School Financing Bonds (1997 Resolution) Series 2016 B. He stated the bonds are expected to be sold competitively on October 25, 2016 and the anticipated delivery date is on or about November 17, 2016.

An amended page to the motion was distributed (Attachment D). Mr. Loyola moved, as amended, that the Authority approve the list of applications for the participants in the VPSA 2016 Fall Bond sale as presented by staff and the submission of all items necessary to complete their respective VPSA pooled bond applications as amended; Mr. Bhandari seconded and the motion carried unanimously.

Mr. Anderson from McGuire Woods LLP, VPSA's Bond Counsel for the transaction, presented Series Resolution No. 16-06 authorizing the issuance of the VPSA Fall Bonds for Board consideration.

Mr. Wellford from Davenport & Company LLC, VPSA's Financial Advisor for the transaction, stated that the Resolution allows VPSA to refund existing pool series that have been issued in the past to the extent that refunding bonds meet the 3% minimum savings criteria.

An amended page to the motion was distributed (Attachment E). Mr. Bhandari moved, as amended, the adoption of Series Resolution No. 16-06; Mr. Loyola seconded, and the motion carried unanimously as shown below:

YEAS: Brenda Skidmore, Chairman
 Ben Loyola, Vice Chairman
 Jay Bhandari
 Manju S. Ganeriwala
 David A. Von Moll
 Kent C. Dickey, designee for Dr. Steven Staples

NAYS: None

Consideration of the Issuance of Special Obligation School Refunding Bonds, Montgomery County Series 2016

Mr. Mahone reviewed the Preliminary Financing Summary and the Cost of Issuance Budget for the \$78,000,000 Special Obligation School Refunding Bonds, Montgomery County Series 2016.

Mr. Wellford stated that the new sale date for Montgomery County Series 2016 is Monday, October 24, 2016.

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Mr. Anderson reviewed Resolution No. 16-07 authorizing and securing the issuance of Special Obligation School Refunding Bonds, Montgomery County Series 2016. Mr. Bhandari moved the adoption of Resolution No. 16-07, as amended (Attachment F); Mr. Dickey seconded, and the motion carried unanimously as shown below:

YEAS: Brenda Skidmore, Chairman
Ben Loyola, Vice Chairman
Jay Bhandari
Manju S. Ganeriwala
David A. Von Moll
Kent C. Dickey, designee for Dr. Steven Staples

NAYS: None

Consideration of the Issuance of VPSA School Tax Credit Bonds (Qualified Zone Academy Bonds) Series 2016-1

Mr. Mahone provided an overview of the Qualified Zone Academy Bonds (QZAB) program and reviewed the amended Preliminary Financing Summary and the Cost of Issuance Budget (Attachment G) for the School Tax Credit Bonds (QZAB) Series 2016-1.

Resolution No. 16-08 was distributed (Attachment H). Mr. Anderson reviewed Resolution No. 16-08 authorizing the issuance of the School Tax Credit Bonds (QZAB) Series 2015-1. An amended page to the motion was distributed (Attachment I). Mr. Dickey moved, as amended, the adoption of Resolution No. 16-08; Mr. Loyola seconded, and the motion carried unanimously as shown below:

YEAS: Brenda Skidmore, Chairman
Ben Loyola, Vice Chairman
Jay Bhandari
Manju S. Ganeriwala
David A. Von Moll
Kent C. Dickey, designee for Dr. Steven Staples

NAYS: None

Consideration of the Issuance of Special Obligation School Financing and Refunding Bonds, Prince William County Series 2017

Mr. Mahone reviewed the Preliminary Financing Summary and the Cost of Issuance Budget for the \$217,190,000 Special Obligation School Financing and Refunding Bonds, Prince William County Series 2017.

Mr. Anderson reviewed Resolution No. 16-09 authorizing and securing the issuance of Special Obligation School Financing and Refunding Bonds, Prince William County Series 2017. An amended page to the motion was distributed (Attachment J). Mr. Loyola moved the adoption of

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Resolution No. 16-09, as amended; Mr. Bhandari seconded, and the motion carried unanimously as shown below:

YEAS: Brenda Skidmore, Chairman
Ben Loyola, Vice Chairman
Jay Bhandari
Manju S. Ganeriwala
David A. Von Moll
Kent C. Dickey, designee for Dr. Steven Staples

NAYS: None

Other Business

Results of Sale and Final Financing Summary

Series 2016 A School Financing and Refunding Bonds – Ms. Palmer reviewed the Final Financing Summary for the \$101,770,000 School Financing and Refunding Bonds (1997 Resolution) Series 2016 A. She stated the Series 2016 A bonds sold competitively on April 26, 2016 at a true interest cost of 2.454715% with a delivery date of May 17, 2016. She stated that Refunding Series 2016 A resulted in \$1,149,313.33 in present value savings or 9.599611% of the refunded bonds. Ms. Palmer stated that \$1.1 million will be distributed to the three localities that were the participants in the outstanding issues that were refunded.

School Technology and Security Notes Series IV – Ms. Stanley reviewed the Final Financing Summary for the \$65,190,000 School Technology and Security Notes Series IV. She stated the bonds sold competitively on May 3, 2016 at a true interest cost of 0.8936365%.

Mr. Mahone presented a press release in which Governor McAuliffe announced that the Commonwealth has awarded \$6 million in 2016 School Security Equipment Grants for video monitoring systems, metal detectors, electronic-access controls, visitors-identification systems, direct communications links between schools and law enforcement agencies, and other security upgrades in 434 schools and instructional facilities. 96 school divisions and 5 regional educational programs will benefit from the grant funding.

Prince William County Series 2016 School Financing and Refunding Bonds – Mr. Mahone reviewed the Final Financing Summary for the \$171,160,000 Special Obligation School Financing and Refunding Bonds Prince William County Series 2016. He stated that the Prince William County Series 2016 bonds sold competitively on March 29, 2016 at a true interest cost of 2.410648% with a delivery date of April 27, 2016. He stated that the Prince William County Series 2016 refunded bonds resulted in \$2,772,973.97 in present value savings or 4.647785% of the refunded bonds.

Ms. Skidmore deeply apologized for missing the meeting on September 27th. She stated that she values everyone's time and she appreciates VPSA's fine work. Ms. Skidmore stated if Board of Commissioner members cannot attend meeting after meeting, they should be removed from the

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Board because it creates a hardship on everyone else and there is no flexibility in achieving a quorum.

Adjournment

There being no further business to be brought before the Board, Ms. Ganeriwala moved, as amended (Attachment K), that the meeting be adjourned; Mr. Loyola seconded and the motion carried unanimously at 3:41 P.M.

Respectfully submitted,

James D. Mahone
Assistant Secretary

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Attachments A through K are available at the Department of the Treasury